

Chapman and Cutler LLP

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RECORDATION NO. 18281-H FILED

DEC 28 '10 -4 30 PM

December 28, 2010

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Partial Termination of Equipment Trust Agreement
Lease No. 38-A

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Partial Termination of Equipment Trust Agreement 38-A, dated as of December 28, 2010, between The Bank of New York Mellon Trust Company, N.A (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "*Security Trustee*").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 38-A), and (b) Equipment Trust Agreement (No. 38-A) between the Owner Trustee and the Agent, copies of which (or evidence thereof) were previously filed under Recordation Numbers 18281-A and 18281 respectively. Please also note that the enclosed document relates to the Partial Termination of Lease 38-A, dated as of December 28, 2010, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee.	The Bank of New York Mellon
	The Bank of New York Trust Company, N.A.
	Chicago Corporate Trust

Chapman and Cutler LLP

Two North LaSalle Street, Suite 1020
Chicago, IL 60602

Security Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: 1228-120
Salt Lake City, Utah 84111.

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 322 railcars (including casualties) within the series DTTX 75536 - DTTX 75741, DTTX 720086 - DTTX 720162, DTTX 25298 - DTTX 25350, DTTX 25278 - DTTX 25285, DTTX 25358 - DTTX 25388, DTTX 54550 - DTTX 54888 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Partial Termination of Equipment Trust Agreement 38-A.

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM/dk
Enclosures

RECORDED 18281-H
FILED

DEC 28 '10 -4 30 PM

**SCHEDULE 1
LEASE No. 38-A**

SURFACE TRANSPORTATION BOARD

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75536 75538 - 75563 75565 - 75570 75630 - 75636 75638 - 75654 75656 - 75658 75660 - 75665 75727 - 75741	66 15
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720086 720092 720094 720100 720104 720113 - 720115 720140 - 720161	8 22
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25298 - 25315 25335 25342 - 25343 25350	22
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25278 - 25285	8

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		25358 - 25362	26
		25364 - 25366	
		25370	
		25372 - 25388	
Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54550 - 54571	53
		54573 - 54581	
		54583 - 54601	
		54603 - 54604	
		54696	86
		54700 - 54740	
		54742 - 54745	
		54847 - 54848	
		54850 - 54888	
TOTAL PURCHASED			<u>306</u>
CASUALTIED RAILCARS			
Five-unit articulated double- stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75537	6
		75564	
		75637	
		75655	
		75659	
		75726	
Five-unit articulated double- stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720162	1

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25367 25368 25369 25371	4
Single-unit double-stack container-well cars, including drawbar connected	THRALL	54572 54582 54602 54741 54849	5
TOTAL CASUALTIED			16
TOTAL ALL RAILCARS			<u>322</u>

**PARTIAL TERMINATION OF EQUIPMENT TRUST AGREEMENT 38-A
(STB)**

THIS PARTIAL TERMINATION OF EQUIPMENT TRUST AGREEMENT 38-A is made and entered into as of December 28, 2010 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "*Security Trustee*").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 38-A) with TTX Company dated as of June 30, 1993 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18281-A. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 38-A) dated as of June 30, 1993 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18281.

2. The Equipment Trust Agreement is terminated effective as of the date hereof solely with respect to the railroad equipment set forth on Exhibit A attached hereto (the "*Released Equipment*") and the Security Trustee hereby releases all of its right, title and interest in and to the Released Equipment. The Equipment Trust Agreement shall otherwise remain in full force and effect as to all other Equipment (as defined in the Equipment Trust Agreement) covered by the Equipment Trust Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor-in-interest to
Society National Bank), not in its individual
capacity, but solely as Owner Trustee

By: M Callahan
Name: M. CALLAHAN
Title: VICE PRESIDENT

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Utah, National Association),
not in its individual capacity, but solely as
Security Trustee


By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor-in-interest to
Society National Bank), not in its individual
capacity, but solely as Owner Trustee

By: _____
Name:
Title:

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Utah, National Association),
not in its individual capacity, but solely as
Security Trustee

By:  _____
Name: Val T. Orton
Title: Vice President

STATE OF Illinois)
)
COUNTY OF Cook) SS.:

On this, the 21st day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared M. CALLAHAN who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 21st, 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

[Signature]
Name: Julie Meadors
Notary Public
My Commission Expires: 1-7-12
Residing in Illinois

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this, the _____ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2010 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December __, 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

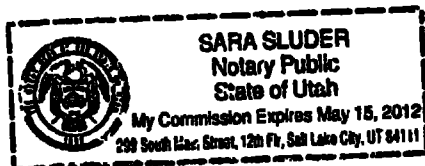
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared Val T. Orton, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2010 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Sara Sluder
Name. Sara Sluder
Notary Public
My Commission Expires: May 15, 2012
Residing in Utah

**EXHIBIT A
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75536	66
		75538 - 75563	
		75565 - 75570	
		75630 - 75636	
		75638 - 75654	
		75656 - 75658	
		75660 - 75665	15
		75727 - 75741	
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720086	8
		720092	
		720094	
		720100	
		720104	
		720113 - 720115	22
		720140 - 720161	
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25298 - 25315	22
		25335	
		25342 - 25343	
		25350	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25278 - 25285	8
		25358 - 25362	26
		25364 - 25366	
		25370	
		25372 - 25388	

Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54550 - 54571	53	
		54573 - 54581		
		54583 - 54601		
		54603 - 54604		
		54696		
		54700 - 54740	86	
		54742 - 54745		
		54847 - 54848		
		54850 - 54888		
TOTAL PURCHASED			<u>306</u>	
CASUALTIED RAILCARS				
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75537	6	
		75564		
		75637		
		75655		
		75659		
		75726		
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720162	1	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25367	4	
		25368		
		25369		
		25371		
Single-unit double-stack container-well cars, including drawbar connected	THRALL	54572	5	
		54582		
		54602		
		54741		

54849

TOTAL CASUALTIED

16

TOTAL ALL RAILCARS

322

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/12



Robert W. Alvord